

Written Resolution under Companies Act 2006

Company Number 02518727

PRIVATE COMPANY LIMITED BY SHARES

WRITTEN RESOLUTION

of

ALCEDO FINANCE LIMITED

(the "Circulation Date")

Pursuant to Chapter 2 of Part 13 of the Companies Act 2006, the directors of the Company propose that the following resolution is passed as a special resolution (the "**Resolution**")

SPECIAL RESOLUTION

THAT

- (A) the Articles of Association of the Company be amended by deleting all the provisions of the Company's Memorandum of Association which, by virtue of section 28 Companies Act 2006, are to be treated as provisions of the Company's Articles of Association, and
- (B) the regulations contained in the document attached to this Resolution and marked "A" for the purpose of identification be approved and adopted as the Articles of Association of the Company in substitution for, and to the exclusion of, the existing Articles of Association,
- (C) the directors shall have the powers given by section 550 of the Companies Act 2006

AGREEMENT

Please read the notes at the end of this document before signifying your agreement to the Resolution

The undersigned, a person entitled to vote on the Resolution at the Circulation Date, hereby irrevocably agrees to the Resolution

Signed by



On behalf of Kingfisher France Limited

Date 30 August 2011

FRIDAY



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COMPANIES HOUSE

NOTES

- 1 If you agree to the Resolution , please indicate your agreement by signing and dating this document where indicated above and returning the signed version either by hand or by post to Kingfisher UK Limited, 3 Sheldon Square, Paddington, London, W2 6PX

You may not return the Resolution by any other method

If you do not agree to the Resolution, you do not need to do anything you will not be deemed to agree if you fail to reply

- 2 Once you have indicated your agreement to the Resolution, you may not revoke your agreement
- 3 Unless, by 28 days after the Circulation Date, sufficient agreement has been received for the Resolution to pass, it will lapse If you agree to the Resolution, please ensure that your agreement reaches us before or during this date

Company Number 02518727

SPECIAL RESOLUTION

of

ALCEDO FINANCE LIMITED

Passed on

The following resolution was duly passed as a special resolution on 30 August 2011 by way of a written resolution under Chapter 2 of Part 13 of the Companies Act 2006

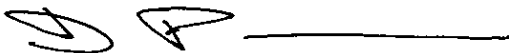
A copy of the written resolution is attached

SPECIAL RESOLUTION

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- (C) the directors shall have the powers given by section 550 of the Companies Act 2006

Signed by



Director/Secretary

Date 30 August 2011

FRIDAY

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02/09/2011
COMPANIES HOUSE

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